



NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

September 27, 1978

8-271A056

RECORDATION NO. 9462 A

SEP 28 1978

Fee \$ 10

SEP 28 1978 10 52 AM

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

RECEIVED
SEP 28 9 51 AM '78
I.C.C.
FEE OPERATION BR.

Re: Section 20c Filing: Amendment dated as of September 26, 1978, to Equipment Trust Agreement dated as of June 20, 1978, by and between North American Car Corporation ("North American") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee.

Dear Mr. Secretary:

Enclosed for recording under Section 20c of the Interstate Commerce Act are six executed counterparts of the Amendment ("Amendment") dated as of September 26, 1978, to the Equipment Trust Agreement ("Agreement") dated as of June 20, 1978, by and between North American and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee"), 231 S. LaSalle Street, Chicago, Illinois 60693. The Agreement was recorded with the Interstate Commerce Commission at 11:45 a.m. on June 28, 1978, and was assigned Recordation No. 9462.

Under the Agreement and the Amendment, North American leases the equipment described therein from the Trustee in accordance therewith and assigns to the Trustee as security for North American's obligation under the Agreement all amounts due and payable under any sublease of the Equipment or any guaranty thereof.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10 as the recording fee for the Amendment to the Agreement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 20c of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for recording in your office and to return the remaining counterparts, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie
Attorney

JMG/co
enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/28/78

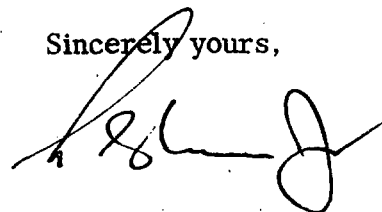
OFFICE OF THE SECRETARY

**James M. Gillespie, Atty.
North American Car Corp.
222 South Riverside Plaza
Chicago, Illinois 60606**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **9/28/78** at **9:55am** ,
and assigned recordation number(s) **9462-A**

Sincerely yours,



**H.G. Homme, Jr.,
Acting Secretary**

Enclosure(s)

**SE-30-T
(2/78)**

A M E N D M E N T

SEP 28 1978 - 9 52 AM

Dated as of September 26, 1978 INTERSTATE COMMERCE COMMISSION

Attachment A to the Equipment Trust Agreement ("Agreement") dated as of June 20, 1978, by and between North American Car Corporation ("Company") and Continental Illinois National Bank and Trust Company of Chicago, as Trustee ("Trustee") is hereby amended to delete from such Attachment A the cars described in Exhibit 1 attached hereto.

Dated as of September 26, 1978.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION,

By [Signature]
Title VICE PRESIDENT

Attest:

[Signature]
Title ASSISTANT SECRETARY

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO,
Trustee

By [Signature]
Vice President

(CORPORATE SEAL)

Attest:

[Signature]
Trust Officer

STATE OF ILLINOIS }
COUNTY OF COOK } SS.:

On this 26th day of September, 1978 before me personally appeared R.A. Noback to me personally known, who, being by me duly sworn, says that he is Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on 26 September 1978 signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brian M. Waldron
Notary Public

My Commission Expires April 18, 1980

STATE OF ILLINOIS }
COUNTY OF COOK } SS.:

On this 26th day of SEPTEMBER, 1978 before me personally appeared DONALD W. ALFVIN, to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on SEPTEMBER 26, 1978 signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Hayll Long
Notary Public

My Commission Expires December 6, 1981
My Commission Expires

STATE OF ILLINOIS }
COUNTY OF COOK } ss.:

To Wit:

IN THE MATTER OF registration of an Equipment Trust Agreement dated as of the 20th day of June, 1978 and made from North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1978 Series, of North American Car Corporation.

I, R. A. Noback of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

1. I am an officer holding the office of Vice President of North American Car Corporation, the mortgagor or assignor named in the annexed instrument containing a mortgage, charge or assignment made by the said North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument was executed by North American Car Corporation at the City of Chicago, in the State of Illinois, on the 26th day of September, 1978

[Signature]

SWORN before me at the
City of Chicago in the
State of Illinois,
the 26th day of September, 1978

Bruce M. Waldron

A Notary Public in and for said County
in the State of Illinois.

My Commission Expires April 18, 1980

STATE OF ILLINOIS }
COUNTY OF COOK } SS.:

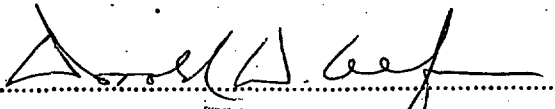
To Wit:

IN THE MATTER OF registration of an Equipment Trust Agreement dated as of the 26th day of JUNE, 1978 and made from North American Car Corporation to Continental Illinois National Bank and Trust Company of Chicago, as Trustee, for the purpose of securing Equipment Trust Certificates, First 1978 Series, of North American Car Corporation.

I, DONALD W. ALFVIN, of the City of Chicago, in the State of Illinois, MAKE OATH AND SAY THAT:

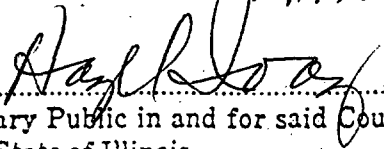
1. I am an officer holding the office of Vice President of Continental Illinois National Bank and Trust Company of Chicago, the mortgagee, trustee or grantee named in the annexed instrument made from North American Car Corporation to the said Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to.

2. The said instrument being the instrument containing the mortgage, charge or assignment was executed in good faith and for the purpose of securing payment of the Equipment Trust Certificates, First 1978 Series, referred to therein and not for the mere purpose of protecting the chattels or book debts therein mentioned against the creditors of the mortgagor or assignor or preventing such creditors from obtaining payment of any claim against the mortgagor or assignor.


.....
DONALD W. ALFVIN

SWORN before me at the
City of Chicago in the
State of Illinois, this

26th day of SEPTEMBER, 1978


.....
A Notary Public in and for said County
in the State of Illinois.

My Commission Expires My Commission Expires December 6, 1981

Delet

EXHIBIT 1 TO AMENDMENT DATED SEPTEMBER 26, 1978
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JUNE 20,
1978 BETWEEN NORTH AMERICAN CAR CORPORATION AND
CONTINENTAL ILLINOIS NATIONAL BANK & TRUST COMPANY
OF CHICAGO, AS TRUSTEE.

<u>Quantity</u>	<u>Serial Number</u>	<u>Description</u>
14	16110, 16116, 16129, 16140-16150	Class 111A 100W3, 100-ton, 16,500-gallon capacity tank cars
5	27500-27504	Class 105A500, 100-ton, 17,300- gallon capacity tank cars
4	58777-58780	Class L0, 100-ton, 5,750 cu. ft. capacity covered hopper cars
4	93734-93737	Class L0, 100-ton, 3,000 cu. ft. capacity covered hopper cars